

WC 06-230

READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE

Stamp and Return

Approved by OMB  
3060-0589  
Page 1 of 0

(1) LOCK BOX # <b>358145</b>		<b>FCC/MELLON      DEC 1 8 2006</b>	
<b>SECTION A - PAYER INFORMATION</b>			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) <b>Curtis Telephone Company</b>		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) <b>\$965.00</b>	
(4) STREET ADDRESS LINE NO. 1 <b>102 Center Avenue</b>			
(5) STREET ADDRESS LINE NO. 2 <b>PO Box 8</b>			
(6) CITY <b>Curtis</b>		(7) STATE <b>NE</b>	(8) ZIP CODE <b>69205</b>
(9) DAYTIME TELEPHONE NUMBER (include area code) <b>(308) 367 4151</b>		(10) COUNTRY CODE (if not in U.S.A.)	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>			
(11) PAYER (FRN)			
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) <b>COMPLETE SECTION BELOW FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET</b>			
(13) APPLICANT NAME			
(14) STREET ADDRESS LINE NO. 1			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY		(17) STATE	(18) ZIP CODE
(19) DAYTIME TELEPHONE NUMBER (include area code)		(20) COUNTRY CODE (if not in U.S.A.)	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>			
(21) APPLICANT (FRN)			
<b>COMPLETE SECTION C FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET</b>			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE <b>CUT</b>	(25A) QUANTITY <b>1</b>	
(26A) FEE DUE FOR (PTC) <b>\$965.00</b>	(27A) TOTAL FEE <b>\$965.00</b>		
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE		
(28B) FCC CODE 1		(29B) FCC CODE 2	
<b>SECTION D - CERTIFICATION</b>			
<b>CERTIFICATION STATEMENT</b> I, <u>Thomas J. Plummer</u> certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <u>Thomas J. Plummer</u>		DATE <u>12/18/06</u>	
<b>SECTION E - CREDIT CARD PAYMENT INFORMATION</b>			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____ ACCOUNT NUMBER _____ EXPIRATION DATE _____ I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described. SIGNATURE _____ DATE _____			

# WOODS & AITKEN

L · L · P

SUITE 200  
2154 WISCONSIN AVENUE, NW  
WASHINGTON, D.C. 20007  
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10250 REGENCY CIRCLE  
OMAHA, NEBRASKA 68114-3754  
TELEPHONE 402-898-7400  
FAX 402-437-898-7401

December 18, 2006

Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 12<sup>th</sup> Street, NW  
Washington, DC 20554

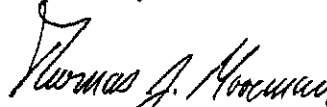
**Re: In the Matter of Curtis Telephone Company, Inc. , Total  
Communications, Inc. and Consolidated Companies, Inc.,  
Application for Authorization Pursuant to Section 214 of the  
Communications Act, as Amended, for Transfer of Control  
File No. \_\_\_\_\_**

Dear Ms. Dortch:

On behalf of Curtis Telephone Company, Inc., Total Communications, Inc. and Consolidated Companies, Inc., we attach herewith five copies of the above-referenced Application. The original and five (5) copies of this Application, along with the appropriate FCC Form 159 and application fee of \$965.00, are submitted this date to the Commission's depository agent, Mellon Bank, in Pittsburgh, Pennsylvania.

Please contact the undersigned should you have any questions or require additional information.

Respectfully submitted,

  
Thomas J. Moorman

Attachments.

**BEFORE THE  
FEDERAL COMMUNICATIONS COMMISSION  
WASHINGTON, DC 20554**

In the Matter of	)	
	)	
Curtis Telephone Company, Total	)	
Communications, Inc. and Consolidated	)	
Companies, Inc.	)	
	)	WC Docket No. _____
Application for Authorization Pursuant to	)	
Section 214 of the Communications Act of 1934,	)	
as Amended, for Transfer of Control	)	

**APPLICATION FOR TRANSFER OF CONTROL**

Curtis Telephone Company ("Curtis"), Total Communications, Inc. ("Total") and Consolidated Companies, Inc. ("CCI") (collectively the "Applicants"), hereby submit this Application for Authority to Transfer Control ("Application") of Curtis and Total to CCI. This Application is submitted in contemplation of the stock purchase by CCI of all of the issued and outstanding stock of Curtis, of which Total is a wholly-owned subsidiary. Upon Commission approval of this Application, control of Curtis and its wholly-owned subsidiary Total will transfer to CCI. Prompt grant of this Application will allow the Applicants to take advantage of increased efficiencies attendant from broader-based rural operations while, at the same time, ensuring that the Applicants' respective commitment to high quality, reasonably priced rural telecommunications services in Nebraska are advanced. Applicants respectfully submit that this result can be accomplished in a manner that raises no competitive concerns that should delay Commission approval of the transaction.

Pursuant to Section 63.04(a) of the Commission's rules, the Applicants provide the following information in support of this requested transfer of control:

**(1) Applicants' Name, Address and Telephone Number**

**Curtis Telephone Company and  
Total Communications, Inc.**

Ed Cole  
General Manager and CEO  
102 Center Avenue  
P.O. Box 8  
Curtis, Nebraska 69205

Telephone: (308) 367-4151  
Facsimile: (308) 367-5556

**Consolidated Companies, Inc.**

Wendy Thompson Fast  
President  
6900 Van Dorn Street, Suite 21  
P.O. Box 6147  
Lincoln, Nebraska 68506

Telephone: (402) 489-2728  
Facsimile: (402) 489-9034

**(2) State of Organization**

Curtis is a Nebraska corporation.

Total is a Nebraska corporation.

CCI is a Nebraska corporation.

**(3) Contact Information**

All correspondence, notices and inquiries regarding this Application should be addressed to:

Mr. Ed Cole  
General Manager and CEO  
Curtis Telephone Company and  
Total Communications, Inc.  
102 Center Avenue  
P.O. Box 8  
Curtis, Nebraska 69025

Telephone: (308) 367-4151  
Facsimile: (308) 367-5556

Wendy Thompson Fast  
President  
Consolidated Companies, Inc.  
6900 Van Dorn Street, Suite 21  
P.O. Box 6147  
Lincoln, Nebraska 68506

Telephone: (402) 489-2728  
Facsimile: (402) 489-9034

Copies of all correspondence, notices, and inquiries should also be addressed to:

Thomas J. Moorman  
Woods & Aitken LLP  
2154 Wisconsin Avenue, NW, Suite 200  
Washington, DC 20007  
Telephone: (202) 944-9502  
Facsimile: (202) 944-9501

**(4) Ten percent (10%) Equity Shareholders:**

**A. TRANSFERORS – CURTIS AND TOTAL**

**Curtis Telephone Company**

Curtis is a locally owned corporation with over 100 stockholders. No stockholder of Curtis owns Ten Percent (10%) or more of the issued and outstanding stock of Curtis. Operational control of Curtis rests with its Board of Directors and its General Manager and CEO. The individuals comprising the Board of Directors are as follows:

<u>Name</u>	<u>Title</u>	<u>Occupation</u>	<u>Citizenship</u>
Marion Johnson	President and Board member	Retired Farmer	USA
Gilbert Larson	Vice President and Board member	Banker	USA

<u>Name</u>	<u>Title</u>	<u>Occupation</u>	<u>Citizenship</u> (Cont'd)
Elaine Elson	Secretary and Board member	Bank Employee	USA
Lindy Elson	Board member	Real Estate Sales	USA
Dallas Petersen	Board member	Farmer	USA
Ed Cole	General Manager and CEO	Telecom Executive	USA

The address for each of these individuals is: 102 Center Avenue, P.O. Box 8, Curtis, Nebraska 69025.

#### **Total Communications, Inc.**

Total is a wholly owned subsidiary of Curtis. As such, Curtis owns One Hundred Percent (100%) of the issued and outstanding stock of Total. The Officers and Members of the Board are the same as those listed above for Curtis.

#### **B. TRANSFEREES – Consolidated Companies, Inc.**

CCI is a holding company that owns various telecommunications companies operating in the State of Nebraska. The owners of Ten Percent (10%) or more of the equity of CCI are as follows:

<u>Name</u>	<u>Equity</u>	<u>Address</u>	<u>Citizenship</u>	<u>Principal Business</u>
Craig E. Thompson	15%	HC 61 Box 35 Dunning, NE 68833	USA	Rancher
L. Rodney Thompson	17%	10800 W 118th Terrace Overland Park, KS 66210	USA	Retired

<u>Name</u>	<u>Title</u>	<u>Occupation</u>	<u>Citizenship</u>	<u>(Cont'd)</u>
G. Scott Thompson	17%	3000 Sheridan Blvd Lincoln, NE 68502	USA	Retired
Wendy T. Fast	16%	2520 S 78 <sup>th</sup> Street Lincoln, NE 68506;	USA	Telecommunications Executive

CCI also owns 100% of the issued and outstanding stock of the following telecommunications companies:

<u>Name</u>	<u>Type of Carrier</u>	<u>State</u>
Consolidated Telephone Company	Incumbent Local Exchange Carrier	North central Nebraska
Consolidated Telco, Inc.	Incumbent Local Exchange Carrier	Southwestern Nebraska
Consolidated Telecom, Inc.	Incumbent Local Exchange Carrier	Southwestern Nebraska
Consolidated Long Distance	Resale Interexchange Carrier	North central And Southwestern Nebraska

**(5) Certification Pursuant to Rules 1.2001-1.2003**

Applicants hereby certify, pursuant to 47 C.F.R. §§ 1.2001-1.2003, that to the best of their knowledge, information, and belief, no party to the Application is subject to denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862.

**(6) Description of the Transaction**

Once approval of the shareholders of Curtis that own at least two-thirds (2/3s) of the issued and outstanding stock of Curtis has been received (the "Approval Percentage"),<sup>1</sup> CCI will then purchase all of the issued and outstanding stock of Curtis, except such shares of such stock held

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<sup>1</sup> Should all shareholders of Curtis approve the transaction, the Approval Percentage would be 100%.

by stockholders who perfect their Dissenters' Rights pursuant to the Nebraska Business Corporation Act, and through such ownership of Curtis, the ownership of Total. CCI's purchase will occur through a reverse triangular merger involving CCI's wholly-owned subsidiary, Curtis Transitory Sub, Inc. ("CSI") which was formed for purposes of this transaction. Upon consummation of the transaction, CSI will cease to exist, Curtis will be the surviving corporation in the merger and Curtis will become a wholly-owned subsidiary of CCI, with Total, in turn, a second tier wholly-owned subsidiary of CCI.

**(7) Geographic Description**

Curtis is an incumbent local exchange carrier providing local exchange and exchange access service to subscribers in and around Curtis, Nebraska in southwestern Nebraska.

Total is an interexchange service reseller providing service to subscribers in and around Curtis, Nebraska and in the general area served by Curtis.

**(8) Streamlined Treatment**

Because the existing Curtis service area is adjacent to two subsidiaries of CCI (Consolidated Telecom, Inc. to the north and Consolidated Telco, Inc. to the west)(see attached map)(see Attachment A), streamlined treatment is not available pursuant to the Commission's rules. See 47 C.F.R. §63.03(b)(2)(iii).

**(9) Other Related Applications Before the Commission**

The Applicants will file for authority to transfer International Section 214 Authority as well as a private radio license.

**(10) Statement of Imminent Business Failure**

Not applicable.



**(11) Separately Filed Waiver Requests**

None

**(12) Public Interest Statement**

Prompt grant of this Application will allow the Applicants to take advantage of increased efficiencies attendant from broader-based rural operations while, at the same time, ensuring that the Applicants' respective commitment to high quality, reasonably priced rural telecommunications services in Nebraska are advanced. Applicants respectfully submit that this result can be accomplished in a manner that raises no competitive concerns that should delay Commission approval of the transaction. Accordingly, the Applicants respectfully submit that the public interest would be served by a grant of this requested transfer of control.

Applicants also submit that the instant transaction raises no competitive issues that should delay prompt grant of this application. Total serves less than 10 percent of the interexchange market. Curtis, in turn, serves sparsely populated rural areas of Nebraska. Specifically, Curtis' service area is approximately 412 square miles within which it serves approximately 770 access lines as of the end of September 2006. Of those access lines, 516 were residential access lines and 216 were business access lines.

The CCI-affiliated Incumbent Local Exchange Carriers ("ILECs") that serve adjacent areas to that operated by Curtis also provide service in sparsely populated rural areas. For example, Consolidated Telecom, Inc.'s service area is approximately 682 square miles, in which approximately 1,197 access lines were served as of the end of September, 2006 (approximately 80% of which were residential and the remaining being business). Similarly, Consolidated Telco, Inc.'s service area is approximately 1,175 square miles, in which approximately 1,569 access lines were served as of the end of September, 2006 (approximately 72% of which were

residential and the remaining being business).<sup>2</sup> These areas, all of which are rural, are not subject to the same competitive pressures as more heavily populated urban markets. In fact, no interconnection request from a competitive local exchange carrier ("CLEC") has been received by Curtis, Consolidated Telecom, Inc., Consolidated Telco, Inc. or Consolidated Telephone Company. Consequently, these companies have not entered into nor have they been required to negotiate an interconnection agreement with a CLEC. Likewise, Curtis has not entered into any interconnections agreements with wireless providers, and while CCI affiliated ILECs do have interconnection agreements with wireless providers the terms of those agreements will not be altered arising from the consummation of this transaction.

In summary, no issues regarding competition should delay a prompt grant of this application. In fact, and but for the adjacent service areas, this transaction would be subject to the FCC's streamlined processing rules since: (1) Curtis and each of the three CCI-affiliated ILECs both in total and individually have less than two percent of the access lines in the country; (2) Total (even if its customers are assigned to CLDI) will serve less than 10% of the interexchange market; and (3) no CCI-affiliated company provides a non-dominant service offering in any of Curtis' certificated areas and vice versa. *Compare* 47 C.F.R. § 63.03 (b)(2). Prompt grant of this application is therefore amply justified and in the public interest.

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<sup>2</sup> Although not operating adjacent to Curtis, Consolidated Telephone Company's service area is approximately 6,619 square miles, in which approximately 2,944 access lines were served as of the end of September, 2006 (approximately 74% of which were residential and the remaining being business).

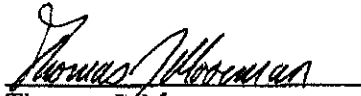
**CONCLUSION**

For the foregoing reasons, Applicants respectfully request that the Commission promptly grant this Application.

Respectfully Submitted,

**Curtis Telephone Company  
Total Communications, Inc.  
Consolidated Companies, Inc.**

By:

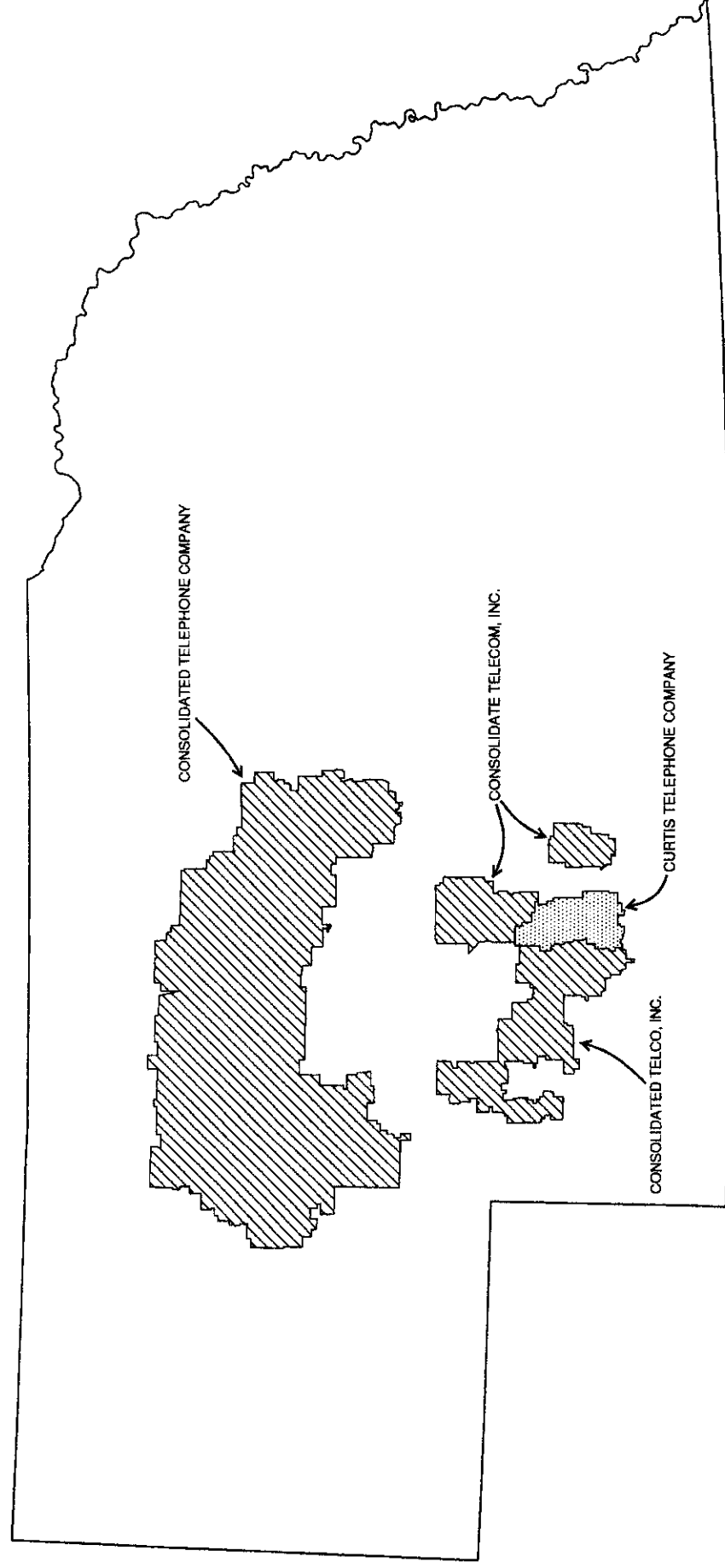
  
Thomas J. Moorman  
Woods & Aitken LLP  
2154 Wisconsin Avenue, NW, Suite 200  
Washington, DC 20007  
202/944-9500 (TEL)  
202/944-9501 (FAX)

Their Attorney

December 18, 2006

# Consolidated

COMPANIES



# DECLARATION

I, Ed Cole, General Manager and CEO of Curtis Telephone Company and Total Communications, Inc. (the "Companies"), do hereby declare under penalties of perjury that I have read the foregoing Application, and the information contained therein regarding the Companies is true and accurate to the best of my knowledge, information, and belief.



Date: Dec. 18, 2006

Ed Cole  
General Manager and CEO  
Curtis Telephone Company and  
Total Communications, Inc.  
102 Center Avenue  
P.O. Box 8  
Curtis, Nebraska 69025

**DECLARATION**

I, Wendy Thompson Fast, President of Consolidated Companies, Inc. ("CCI"), do hereby declare under penalties of perjury that I have read the foregoing Application, and the information contained therein regarding CCI is true and accurate to the best of my knowledge, information, and belief.

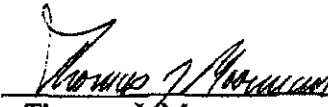


Wendy Thompson Fast  
President  
Consolidated Companies, Inc.  
6900 Van Dorn Street, Suite 21  
P.O. Box 6147  
Lincoln, Nebraska 68506

Date: 12/18/06

**CERTIFICATE OF SERVICE**

I, Thomas J. Moorman, of Woods & Aitken LLP, 2154 Wisconsin Avenue, N.W., Suite 200, Washington, DC 20007, do hereby certify that on this 18th day of December, 2006 of the foregoing "Application for Transfer of Control" was mailed, first class postage prepaid, to the following:

  
Thomas J. Moorman

The Honorable Dave Heineman  
Governor, State of Nebraska  
Lincoln Office /State Capitol  
Office of the Governor  
P.O. Box 94848  
Lincoln, NE 68509-4848

Nebraska Public Service Commission  
1200 N Street, Suite 300  
Lincoln, NE 68508

Department of Defense  
Assistant Secretary of Defense for C3I  
1000 Defense Pentagon, Room 3E172  
Washington, DC 20301-1000

Department of State  
EB/CIP/SCA  
Room 4826  
2201 C Street, N.W.  
Washington, DC 20520

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Wireline Competition Bureau  
Federal Communications Commission  
445 12<sup>th</sup> Street, S.W.  
Washington, D.C. 20554

\* Dennis Johnson  
Wireline Competition Bureau  
Federal Communications Commission  
445 12<sup>th</sup> Street, S.W.  
Washington, D.C. 20554

\* via hand delivery